

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11
	:
LEHMAN BROTHERS HOLDINGS INC.,	: Case No. 08-13555 (JMP)
<u>et al.</u>,	:
	: Jointly Administered
Debtors.	:
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**[PROPOSED] ORDER GRANTING MOTION OF DNB NOR BANK ASA
PURSUANT TO 11 U.S.C. §§ 503(b), 507(b) FOR ALLOWANCE AND PAYMENT OF
ADMINISTRATIVE EXPENSE CLAIM AND ALLOWING SETOFF OF SUCH CLAIM**

Upon the Motion of DnB NOR Bank ASA (“DnB NOR”) Pursuant to 11 U.S.C. §§ 503(b), 507(b) for Allowance and Payment of Administrative Expense Claim and Allowing Setoff of Such Claim, dated June 19, 2009 (the “Motion”), it appearing that the Court has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it further appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it further appearing that the relief requested in the Motion is proper and should be granted; and it further appearing that proper and adequate notice of the Motion and the hearing thereon has been given under the circumstances and that no other or further notice is necessary; and upon the record herein after due deliberation thereon, it appearing that good and sufficient cause exists for the granting of relief as set forth herein, it is hereby

ORDERED the Motion is granted; and it is further hereby

ORDERED that DnB NOR be allowed an administrative expense under section 503(b) of the Bankruptcy Code in the amount of \$2,411,681.83 (the “Administrative Expense”); and it is further hereby

ORDERED that the Administrative Expense shall have priority over every other claim allowable under section 507(a)(2) of the Bankruptcy Code; and it is further hereby

ORDERED that DnB NOR be and hereby is authorized to setoff and apply any and all funds on deposit in account number 7966.02.01268 at DnB NOR in payment and satisfaction of the Administrative Expense; and it is further hereby

ORDERED that Lehman Brothers Holdings Inc. be and hereby is authorized and directed to pay promptly to DnB NOR any deficiency, if any, remaining on the Administrative Expense after such setoff; and it is further hereby

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: New York, New York
June 19, 2009

UNITED STATES BANKRUPTCY JUDGE